

RECORDATION NO. 28041 - ^A_{FILED}

SEP 28 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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September 25, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment and Assumption of Car Service Contract Rider, dated as of August 18, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 28041.

The names and addresses of the parties to the enclosed document are:

Assignor: Imerys Kaolin, Inc.
100 Mansell Court East
Roswell GA 30076

Assignee: Imerys Clays, Inc.
100 Mansell Court East
Roswell GA 30076

Lessor: GATX Corporation
500 West Monroe Street
Chicago, Illinois 60661

Anne K. Quinlan, Esq.
September 25, 2009
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A description of the railroad equipment covered by the enclosed document is:

25 covered hopper cars, 24 within the series GFSX 000500 - GFSX 000598 as more particularly set forth in the equipment schedule attached to the document, and GFSX 005005.

A short summary of the document to appear in the index is:

Assignment and Assumption of Car Service Contract Rider.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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ASSIGNMENT AND ASSUMPTION OF CAR SERVICE CONTRACT RIDER SEP 28 '09 -4 00 PM

LA TRANSPORTATION BOARD

THIS ASSIGNMENT AND ASSUMPTION OF CAR SERVICE CONTRACT RIDER is entered into on the 19th day of August, 2009, by and between IMERYYS KAOLIN, INC. (hereinafter called "Assignor"), and IMERYYS CLAYS, INC. (hereinafter called "Assignee").

WITNESSETH, that Assignor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to the said Assignor, in hand paid by the said Assignee, the receipt and sufficiency of which is hereby acknowledged, and subject to the consent of GATX Corporation ("GATX") to be provided by its signature below, by these presents does sell, assign, transfer, convey and confirm unto the said Assignee, its successors and assigns forever, all of the estate, right, title, interest, claim and demand whatsoever, and all obligations, whether arising prior to, on or after the date hereof, of the said Assignor, in, to and under (i) Rider No. 68, dated November 1, 2006, as renewed and amended (collectively, the "Rider") to that certain Car Service Contract number 9883 dated as of January 1, 1991 (the "Car Service Contract") between Imerys Kaolin, Inc., formerly Dry Branch Kaolin Company and GATX, ultimate successor to GATX American Transportation Corporation, and (ii) the Car Service Contract and all amendments and addenda thereto, but only as they relate to the Rider (collectively, the "Assignment and Assumption"). For the avoidance of doubt, except in relation to the Rider, none of the rights and obligations of Assignor to and under the Car Service Contract itself or any other riders thereto shall be deemed transferred by this instrument.

Assignee hereby assumes all of the obligations and rights of Assignor under the Rider and the Contract, as they relate to the Rider, and agrees, for the benefit of GATX and its successors and assigns, to be bound by all of the terms thereof.

GATX, as the Lessor under the Rider and the Contract, has been notified of and does, by its signature below, hereby consent to this Assignment and Assumption.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment and Assumption of Car Service Contract Rider on the date first above written.

ASSIGNOR:

IMERYS KAGLIN, INC.

[Signature]
Witness

By: [Signature]

Name: DAMIEN CARY

Its: VP + GENERAL MANAGER -
NORTH AMERICAN PERFORMANCE MINERALS

Judith Newell
Notary Public

Notary Public, Fulton County, Georgia
My Commission Expires Nov 24, 2012

My Commission Expires: _____

ASSIGNEE:

IMERYS CLAYS, INC.

[Signature]
Witness

By: [Signature]

Name: SUSAN B. RADCLIFFE

Its: VP, DEPUTY GENERAL COUNSEL -
AMERICAS + SECRETARY

Deborah K. Furman
Notary Public

My Commission Expires: _____

Notary Public, Fulton County, Georgia
My Commission Expires May 8, 2011

LESSOR:

GATX CORPORATION

[Signature]
Witness

By: [Signature]

Name: Linda Hexem

Its: Vice President and Managing Director,
Structured Finance

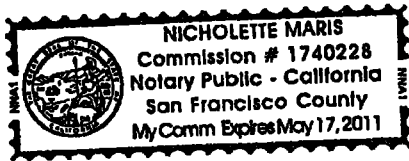
[Signature]
Notary Public
My Commission Expires: See attached

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On August 18, 2009 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission expires: May 17, 2011

APPENDIX II

RAILCAR MARKS AND NUMBERS
OF THE RAILCARS
REMAINING SUBJECT TO RIDER NO. 68

4,650 cu. ft. lined covered hopper railcars, trough loading and gravity gate unloading,
263,000 lbs. GRL.

QUANTITY

Twenty-five (25)

	<u>CAR NUMBER</u>
1	GFSX000500
2	GFSX000502
3	GFSX000504
4	GFSX000505
5	GFSX000506
6	GFSX000507
7	GFSX000517
8	GFSX000519
9	GFSX000522
10	GFSX000525
11	GFSX000529
12	GFSX000530
13	GFSX000533
14	GFSX000534
15	GFSX000552
16	GFSX000554
17	GFSX000556
18	GFSX000558
19	GFSX000559
20	GFSX000560
21	GFSX000567
22	GFSX000579
23	GFSX000588
24	GFSX000598
25	GFSX005005

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/25/09



Robert W Alvord